

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)  
(Jointly Administered)

Re: Docket Index 9254

**ORDER GRANTING APPLICATION FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES PURSUANT TO SIXTH QUARTERLY REPORT  
OF ASK LLP AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS FOR THE  
PERIOD OCTOBER 1, 2020 THROUGH DECEMBER 31, 2020**

ASK LLP, special litigation counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession, having filed its Sixth Quarterly Report, dated January 22, 2021, for the Period of October 1, 2020 through December 31, 2020 as Special Avoidance Counsel (the “Sixth Application”) seeking compensation and reimbursement of expenses as provided therein;<sup>2</sup> and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), (b) notice of the Sixth Application and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms shall have the same meaning ascribed to them in the Third Application.

the opportunity for a hearing on the Sixth Application were due and sufficient, and (c) there have been no objections to the Sixth Application, and no additional notice or a hearing are required under the circumstances; and, after due deliberation, the Court having determined that the Sixth Quarterly Report is consistent with the order authorizing ASK LLP's retention and 11 U.S.C. § 328(a); and good and sufficient cause appearing;

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The request for approval of the Sixth Quarterly Report and ASK LLP's request for allowance of compensation and reimbursement of expenses set forth therein is GRANTED to the extent set forth in Schedule A and Schedule B hereto.

2. ASK LLP is allowed compensation in the amount of \$2,034,150.27 for professional services rendered on a contingency fee basis and \$48,721.73 for actual and necessary costs and expenses, for a total of \$2,082,872.00 for the Sixth Fee Period of October 1, 2020 through December 31, 2020.

3. Such sums are authorized for payment less any amounts previously paid to ASK LLP on account of the amounts set forth in the Sixth Quarterly Report.

Dated: February 23, 2021  
White Plains, New York

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

Case No.: 18-23538 (RDD)

**Schedule A**

Case Name: In re Sears Holdings Corporation, *et al.*

**CURRENT FEE PERIOD**

<b>(1) Applicant</b>	<b>(2) Quarterly Report Date and Docket No.</b>	<b>(3) Fee Period</b>	<b>(4) Fees Requested</b>	<b>(5) Fees Allowed</b>	<b>(6) Fees to be Paid Under Order</b>	<b>(7) Expenses Requested</b>	<b>(8) Expenses Allowed</b>	<b>(9) Expenses to be Paid Under Order</b>
ASK LLP, Special Avoidance Counsel for the Debtors	1/21/2021 Docket No. 9254	10/1/2020- 12/31/2020	\$2,034,150.27	\$2,034,150.27	\$2,034,150.27	\$48,721.73	\$48,721.73	\$48,721.73

Date Order Signed: 2/23/2021

Initials: RDD USBJ

Case No.: 18-23538 (RDD)

**Schedule B**

Case Name: In re Sears Holdings Corporation, *et al.*

Date Order Signed: 2/23/2021 Initials: RDD USBJ

**QUARTERLY REPORT TOTALS**

<b>(1) Applicant</b>	<b>(2) Total Fees Requested</b>	<b>(3) Total Fees Paid</b>	<b>(4) Total Expenses Requested</b>	<b>(5) Total Expenses Paid<sup>1</sup></b>
ASK LLP, Special Avoidance Counsel for the Debtors	\$3,817,300.88	\$3,817,300.88	\$494,274.68	\$494,274.68

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<sup>1</sup> In accordance with the terms of the Order (the “Order”) signed on June 26, 2019, Authorizing the Employment and Retention of ASK LLP As Special Avoidance Action Counsel to Debtors *Nunc Pro Tunc* to April 1, 2019 [Docket No. 4373], ASK LLP received payment on account of its fees, in accordance with the Contingency Fee Schedule (as defined in the Order), and its Expenses (as defined in the Order) from proceeds recovered in connection with the avoidance actions as provided in the Engagement Letter (as defined in the Order).